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May 19, 2004

RECORDATION NO. 16869-B FILED

MAY 19 '04 12-21 PM

SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W. Room 704
Washington, DC 20423-0001

Re: BN Leasing Corporation
Termination of Lease

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Termination of Lease Agreement dated as of May 17, 2004, between ORIX Aircraft Corporation, as lessor ("Lessor") and BN Leasing Corporation, as lessee ("Lessee").

The enclosed document relates to the Lease Agreement No 3 dated as of May 8, 1990, between Lessor and Lessee, which was duly recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on May 15, 1990 at 12:10 p.m. under Recordation Number 16869.

The names and addresses of the parties to the enclosed document are as follows:

Lessee: BN Leasing Corporation
2500 Lou Menk Drive
Fort Worth, Texas 76131-2828

Lessor: ORIX Aircraft Corporation
World Trade Center Building 36-F
4-1 Hamamatsu-cho 2-chome, Minato-ku
Tokyo 105
Japan
Attention: General Manager Project Finance & Leasing
Marketing Dept. International Headquarters

The equipment covered as of the date hereof by the aforesaid Termination of Lease Agreement consists of 6 General Motors SD-60M Locomotives bearing the reporting marks within the series 9210 through 9246; all as specifically described in Exhibit A attached hereto.

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A short summary of each of the documents to appear in the index follows:

Termination of Lease Agreement between ORIX Aircraft Corporation, as Lessor, World Trade Center Building 36-F, 4-1 Hamamatsu-cho 2-chome, Minato-ku, Tokyo 105, Japan, Attention: General Manager Project Finance & Leasing Marketing Dept. International Headquarters and BN Leasing Corporation, as Lessee, 2500 Lou Menk Drive, Fort Worth, Texas 76131-2830, dated as of May 17, 2004, covering 6 General Motors SD-60M Locomotives bearing the reporting marks within the series 9210 through 9246, as specifically described in Exhibit A attached hereto.

A fee of thirty dollars (\$30.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

Robert Alvord
Alvord and Alvord
1050 Seventeenth Street
Suite 301
Washington, DC 20036

If you have any questions or need further information, please do not hesitate to contact the undersigned at (312) 845-2991.

Sincerely,

CHAPMAN AND CUTLER LLP

BY Michael D. Robson
Michael D. Robson

Enclosures

EXHIBIT A

UNITS

EQUIPMENT	QUANTITY	REPORTING MARKS
General Motors SD-60M Locomotives	6	9210; 9212; 9220; 9227; 9245; 9246.

RECORDATION NO. 16869-B FILED

MAY 19 '04 12-21 PM

TERMINATION OF LEASE AGREEMENT

SURFACE TRANSPORTATION BOARD

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of May 17, 2004 by and between ORIX Aircraft Corporation ("*Lessor*") and BN Leasing Corporation ("*Lessee*").

1. Lessor has heretofore leased to Lessee certain railroad equipment set forth on Schedule 1 attached hereto pursuant to Lease Agreement No. 3 dated as of May 8, 1990 (as supplemented and amended, the "*Lease*"), a Memorandum of which was duly recorded with the Surface Transportation Board (as successor to the Interstate Commerce Commission) on May 15, 1990 at 12:10 p.m. under Recordation Number 16869. Capitalized terms used herein without definition have the meanings assigned to them in the Lease.

2. The Lease is terminated effective as of the date hereof with respect to the units of railroad equipment set forth on Schedule 1 attached hereto (the "*Equipment*") pursuant to the provisions of the Lease. The Equipment represents all of the equipment subject to the Lease.

3. This Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.

Dated this 17th day of May, 2004.

ORIX AIRCRAFT CORPORATION

By 

Name: Koichiro Muta

Title: Representative Director

BN LEASING CORPORATION

By

Name:


Title:

Dated this 17th day of May, 2004.

ORIX AIRCRAFT CORPORATION

By _____
Name:
Title:

BN LEASING CORPORATION

By  _____
Name: L. Steven Vollmer
Title: General Director - Finance

Registered no. 481

NOTARIAL CERTIFICATE

I, the undersigned NOTARY, do hereby certify that Mr. Koichiro Muta, Representative Director of ORIX Aircraft Corporation (the "Company"), who has been duly authorized to execute and deliver the attached document ("Termination of Lease Agreement") for and on behalf of the Company, being legally established and existing under the laws of Japan and having its registered head office at 4-1, Hamamatsucho 2-chome, Minato-ku, Tokyo, Japan, has executed in my very presence the attached Termination of Lease Agreement.

Dated this 17th day of May, 2004.



YUICHI MAKINO
NOTARY

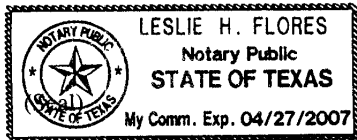
TOKYO LEGAL AFFAIRS BUREAU



STATE OF TEXAS)
) SS:
COUNTY OF TARRANT)

On this, the 17th day of May, 2004, before me personally appeared L. Steven Vollmer to me personally known, who being by me duly sworn, says that (s)he is the General Director Finance of BN LEASING CORPORATION, that said instrument was signed on May 17, 2004 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Leslie H. Flores
Name: Leslie H. Flores
Notary Public – State of Texas
My Commission Expires:
Residing in Forth Worth, Texas

平成16年登簿第

481 号

認

証

囑託人 オリックス・エアクラフト株式会社代表取締役牟田興一郎は、
別紙編綴の証書における署名が自己のものに相違ない旨
本公証人の面前で自認した。

よって、これを認証する。

平成16年 5 月 17 日、本公証人役場において

東京都港区芝大門1丁目4番14号

東京法務局所属

公証人
Notary

牧野雄一

YUICHI MAKINO

証

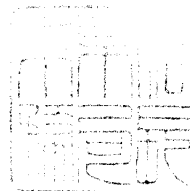
明

上記署名は、東京法務局所属公証人の署名に相違ないものであり、かつ、その押印は、
真実のものであることを証明する。

平成16年 5 月 17 日

東京法務局長

石井政治



APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. Country: JAPAN

This public document

2. has been signed by YUICHI MAKINO

3. acting in the capacity of Notary of the Tokyo Legal Affairs Bureau

4. bears the seal/stamp of

Certified

5. at Tokyo

6. MAY. 17. 2004

7. by the Ministry of Foreign Affairs

8. 04- NO 014094

9. Seal/stamp:

10. Signature

Shinichi HAGIWARA

For the Minister for Foreign Affairs

SCHEDULE 1

EQUIPMENT	QUANTITY	REPORTING MARKS
General Motors SD-60M Locomotives	6	9210; 9212; 9220; 9227; 9245; 9246.